

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE		PAGE 1 OF		PAGES 11	
A01		3. EFFECTIVE DATE 2/14/01		4. REQUISITION/PURCHASE REQUEST NO.		5. PROJECT NO. (If applicable)			
6. ISSUED BY CODE				7. ADMINISTERED BY (If other than Item 6)		CODE			
Dept. of Housing & Urban Dev. 451 7 th St., SW, Room 6151 Washington, DC 20410		Susan M. Taylor, Contracting Officer							
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) All Offerors						(✓)		9A. AMENDMENT OF SOLICITATION NO. RFP GNMA-01-OL-02 R-OPC-21919	
								9B. DATED (SEE ITEM 11) 1/26/01	
CODE		FACILITY CODE							
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS									
<input type="checkbox"/> The numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of offers						<input checked="" type="checkbox"/> is extended		<input type="checkbox"/> is not extended	
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning <u>1</u> copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or, (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If, by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.									
12. ACCOUNTING AND APPROPRIATION DATA (If required)									
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.									
(✓)		A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
		B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) AS SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103.(b)							
		C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:							
		D. OTHER (Specify type of modification and authority)							
IMPORTANT: Contractor is not <input type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.									
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)									
The time for receipt of offers is extended to 4:00 p.m. on March 5, 2001. The time for receipt of questions has been extended to close of business on February 21, 2001.									
Clause 52.216-28, Multiple Award for Advisory and Assistance Services, is added by reference to Sect I.									
Sections L and M are superseded by the attached.									
Responses to inquiries regarding this solicitation are included for informational purposes.									
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.									
15A. NAME AND TITLE OF SIGNER (Type or print)					16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print)				
					Susan M. Taylor, Contracting Officer				
15B. CONTRACTOR/OFFEROR			15C. DATE SIGNED		16B. UNITED STATES OF AMERICA			DATE SIGNED	
_____ (Signature of person authorized to sign)					BY _____ (Signature of Contracting Officer)			2/14/01	

SECTION L - INSTRUCTIONS, CONDITIONS AND NOTICES TO OFFERORS

L.1 52.252-1 SOLICITATION PROVISIONS INCORPORATED BY REFERENCE (FEB 1998)

This solicitation incorporates one or more solicitation provisions by reference, with the same force and effect as if they were given in full text. The offeror is cautioned that the listed provisions may include blocks that must be completed by the offeror and submitted with its quotation or offer. In lieu of submitting the full text of those provisions, the offeror may identify the provision by paragraph identifier and provide the appropriate information with its quotation or offer. Also, the full text of a solicitation provision may be accessed electronically at this/these address(es):

<http://www.arnet.gov/far>

<http://www.hud.gov/cts/stchudar/html>

52.222-24	PREAWARD ON-SITE EQUAL OPPORTUNITY COMPLIANCE EVALUATION	FEB 1999
52.232-28	INVITATION TO PROPOSE PERFORMANCE-BASED PAYMENTS	MAR 2000
52.237-10	IDENTIFICATION OF UNCOMPESATION OVERTIME	OCT 1997
2452.219-70	SMALL, SMALL DISADVANTAGED AND WOMEN- OWNED SMALL BUSINESS SUBCONTRACTING PLAN	OCT 1995
2452.219-71	SUBMISSION OF SUBCONTRACTING REPORTS	OCT 1999
2452.209-70	POTENTIAL ORGANIZATIONAL CONFLICTS OF INTEREST	FEB 2000
2452.233-70	REVIEW OF CONTRACTING OFFICER PROTEST DECISION	OCT 1999

L.2 52.204-6 DATA UNIVERSAL NUMBERING SYSTEM (DUNS) NUMBER (JUN 99)

(a) Contractor identification is essential for complying with statutory contract reporting requirements. Therefore, the offeror is requested to enter, in the block with its name and address on the Standard Form 33 or similar document, the annotation "DUNS" followed by the DUNS number which identifies the offeror's name and address exactly as stated in the offer.

(b) If the offeror does not have a DUNS number, it should contact Dun and Bradstreet directly to obtain one. A DUNS number will be provided immediately by telephone at no charge to the offeror. For information on obtaining a DUNS number, the offeror, if located within the United States, should call Dun and Bradstreet at 1-800-333-0505. The offeror should be prepared to provide the following information:

- (1) Company name.
- (2) Company address.
- (3) Company telephone number.
- (4) Line of business.

- (5) Chief executive officer/key manager.
- (6) Date the company was started.
- (7) Number of people employed by the company.
- (8) Company affiliation.

Offerors located outside the United States may obtain the location and phone number of the local Dun and Bradstreet Information Services office from the Internet Home Page at <http://www.customerservice@dnb.com/>. If an offeror is unable to locate a local service center, it may send an e-mail to Dun and Bradstreet at globalinfo@dnb.com.

L.3 52.216-1 TYPE OF CONTRACT (APR) 1984

The Government contemplates award of multiple Indefinite Delivery Indefinite Quantity Task Order contracts with Time and Materials Task Orders resulting from this solicitation.

L.4 52.219-22 SMALL DISADVANTAGED BUSINESS STATUS (OCT 1999)

- (a) General. This provision is used to assess an offeror's small disadvantaged business status for the purpose of obtaining a benefit on this solicitation. Status as a small business and status as a small disadvantage business for general statistical purposes is covered by the provision FAR 52.219-1, Small Business Program Representation.
- (b) Representations.
 - (1) general. The offeror represents, as part of its offer, that it is a small business under the size standard applicable to this acquisition: and either -
 - [] (i) It has received certification by the Small Business Administration as a small disadvantaged business concern consistent with 13 CFR 123, Subpart B; and
 - (A) No material change in disadvantaged ownership and control has occurred since its certification;
 - (B) Where the concern is owned by one or more disadvantaged individuals, the net worth of each individual upon whom the certification is based does not exceed \$750,000 after taking into account the applicable exclusions set forth at 15 CFR 123.104(c)(2); and
 - (C) It is identified, on the date of its representation, as a certified small disadvantaged business concern in the database maintained by the Small Business Administration (PRO-Net); or
 - [] (ii) it has submitted a competed application to the Small Business Administration of a Private Certifier to be certified as a small disadvantaged business concern in accordance with 13 CFR 124, Subpart B, and a decision on that application is pending, and that no material change in disadvantaged ownership and control has occurred since its application was submitted.
- (2) [] For Joint Ventures. The offeror represents as part of its offer, that it is a joint venture that complies with the requirement at 13 CFR 124.1002(f) and that the representation in paragraph (b)(1) of this provision is accurate for the small disadvantaged business concern that is participating in the joint venture. [The offeror shall enter the name of

the small disadvantaged business concern that is participation in the joint venture:_____.]

- (c) Penalties and Remedies. Anyone who misrepresents any aspect of this disadvantaged status of a concern for the purposes of securing a contract or subcontract shall:
- (1) Be punished by imposition of a fine, imprisonment, or both;
 - (2) Be subject to administrative remedies, including suspension and debarment; and
 - (3) Be ineligible for participation in programs conducted under the authority of the Small Business act.

L.5 52.233-2 SERVICE OF PROTEST (AUG 1996)

- (a) Protests, as defined in section 33.101 of the Federal Acquisition Regulation, that are filed directly with an agency, and copies of any protests that are filed with the General Accounting Office (GAO), shall be served on the Contracting Officer (addressed as follows) by obtaining written and dated acknowledgment of receipt from:

Susan M. Taylor

Hand-Carried Address:

U.S. department of Housing and Urban Development (HUD)
451 Seventh Street, SW, Room 6151
Washington, DC 20410-3000

Mailing Address:

U.S. department of Housing and Urban Development (HUD)
451 Seventh Street, SW, Room 6151
Washington, DC 20410-3000

- (b) The copy of any protest shall be received in the office designated above within one day of filing a protest with the GAO.

L.6 AS 2112 SPECIAL INSTRUCTIONS REGARDING LOBBYING DISCLOSURES

If the bidder/offeror is required to complete an SFLLL, Disclosure of Lobbying Activities (see FAR 52.203-11), the offeror shall obtain the form from the contracting officer or contract specialist identified in the solicitation.

L.7 PROPOSAL PREPARATION INSTRUCTIONS

A. GENERAL INSTRUCTIONS:

An offeror's proposal is presumed to represent his best efforts to respond to the solicitation. The Government intends to award one or more contracts without discussions, as permitted by FAR Clause 52.215-1; however, the Government reserves the right to establish a competitive range and conduct discussions with offerors. If discussions are required, only those offerors who are selected for the competitive range will be invited to participate in discussions. The government reserves the right to include oral presentations as part of the discussion process.

The completion and submission to the Government of an offer shall indicate the offeror's unconditional agreement to the terms and conditions in this solicitation. In evaluating an offeror's capability, the Government shall consider how well the offeror complied with the instructions in this solicitation.

B. PROPOSAL FORMAT

The proposal shall be prepared and submitted in form and content in accordance with the instructions herein. Offerors must respond to all requirements of the solicitation with no additions or deletions. Non-conformance with the solicitation format or content requirements shall render the offer non-responsive and the offeror may be ineligible for award. Each page of all written material must conform to the following:

- 8.5 by 11 inch paper
- 12 pitch Times New Roman Regular font or larger
- 1.25 inch left hand margin, .75 right hand margin and 1 inch top and bottom inch margin for each page
- single sided
- single spaced
- sequentially number with page numbers centered in the bottom margin

The offeror shall submit an original and 4 copies of each written technical proposal and an original and 4 copies of each business proposal. **Each part must be separately bound.**

C. PROPOSAL CONTENT

1. Technical Proposal

- A. **Experience** - The offeror shall provide a 15 page narrative describing the offeror's experience in performing legal services related to the Ginnie Mae programs identified in the statement of work, and demonstrating the offeror's litigation experience in representing parties in administrative or judicial forums on matters involving mortgage-backed securities, or other complex financial or securities matters.
- B. **Past Performance** - The offeror shall provide a evidence of its past performance and experience in performing the work/and or providing the deliverables required by the solicitation by providing a list of references for all of the relevant work performed by the offeror within the past three years as follows:
 - Name of Reference
 - Telephone number of Reference
 - Description of work performed
 - Contract number or identifier for the work performed
 -
- C. **Personnel Qualifications** - The offeror shall provide a resume for each key person proposed (see the clause entitle "Key Personnel"). Each resume shall not exceed 3 pages and in aggregate, all resumes may not exceed 15 pages. Each resume shall include the names, position descriptions and information to support the qualifications, including relevant experience,

specialized training and education. Also include the names of each employer and dates of employment.

- D. Small Disadvantaged Business Participation.** The offeror shall complete the certification in paragraph L.4. All applicable prime SDB offerors shall receive a 10% price discount in the price evaluation in accordance with FAR 52.219-19.

2. Business Proposal The offeror shall provide the following:

-
- A. Section B-5 hourly prices
- B. Section K Representations and certifications
- C. Subcontracting Plan if required
- D. Management Compensation Plan as described below:

52.222-46 EVALUATION OF COMPENSATION FOR PROFESSIONAL EMPLOYEES (FEB 1993)

(a) Recompetition of service contracts may in some cases result in lowering the compensation (salaries and fringe benefits) paid or furnished professional employees. This lowering can be detrimental in obtaining the quality of professional services needed for adequate contract performance. It is therefore in the Government's best interest that professional employees, as defined in 29 CFR 541, be properly and fairly compensated. As part of their proposals, offerors will submit a total compensation plan setting forth salaries and fringe benefits proposed for the professional employees who will work under the contract. The Government will evaluate the plan to assure that it reflects a sound management approach and understanding of the contract requirements. This evaluation will include an assessment of the offeror's ability to provide uninterrupted high-quality work. The professional compensation proposed will be considered in terms of its impact upon recruiting and retention, its realism, and its consistency with a total plan for compensation. Supporting information will include data, such as recognized national and regional compensation surveys and studies of professional, public and private organizations, and used in establishing the total compensation structure.

(b) The compensation levels proposed should reflect a clear understanding of work to be performed and should indicate the capability of the proposed compensation structure to obtain and keep suitably qualified personnel to meet mission objectives. The salary rates or ranges must take into account differences in skills, the complexity of various disciplines, and professional job difficulty. Additionally, proposals envisioning compensation levels lower than those of predecessor contractors for the same work will be evaluated on the basis of maintaining program continuity, uninterrupted high-quality work, and availability of required competent professional service employees. Offerors are cautioned that lowered compensation for essentially the same professional work may indicate lack of sound management judgment and lack of understanding of the requirement.

(c) The Government is concerned with the quality and stability of the work force to be employed on this contract. Professional compensation that is unrealistically low or not in reasonable relationship to the various job categories, since it may impair the Contractor's ability to attract and

retain competent professional service employees, may be viewed as evidence of failure to comprehend the complexity of the contract requirements.

(d) Failure to comply with these provisions may constitute sufficient cause to justify rejection of a proposal.

D. ORAL PRESENTATIONS IF INCLUDED AS PART OF DISCUSSIONS

Those offerors who are determined to be in the competitive range may be invited to make an oral presentation addressing the evaluation factors listed in Section M. The order in which the offerors present will be determined by lot. The offerors will be given the date, time and place of the presentation. Firms will be given approximately 2 weeks notice that they have been selected to present and the time of their presentation. Firms will be given approximately 2 weeks notice that they have been selected to present and the time of their presentation. It is anticipated that oral presentations will be held between April 2 and April 20, 2001. It is expected that presentations will take up to 90 minutes, but there will not be a time limit. The Government may ask questions at the conclusion of the presentation. **The oral presentation must be presented by the key personnel identified in Section I. No one other than key personnel who will be assigned to this contract will be permitted to present any part of the oral presentation.**

The offeror shall use the presentation to explain its understanding, approach, and allocation of resources to enable complete evaluation of the offeror's capability to provide the services required herein. The offeror shall demonstrate how it plans to meet the stated requirements or goals and that the offeror has the necessary understanding, expertise, facilities, personnel and experience to perform successfully.

During oral presentations offerors may use charts, view graphs and/or exhibits to support their oral presentation. Powerpoint or other similar software presentation may also be used. One copy of the firm's Powerpoint or similar software presentation is to be provided to the Contracting Officer. Note: the offeror is responsible for providing a person to flip the view graph charts if this will not be done by the briefer. Any view graphs must be prepared in a font size large enough to be seen at the back of a conference room. Although a computer is generally available for Powerpoint presentations, the offeror should be prepared with their own back up equipment. Ginnie Mae cannot guarantee equipment availability, but a screen will be accessible.

SECTION M - EVALUATION FACTORS FOR AWARD

M.1 NOTICE LISTING SOLICITATION PROVISIONS INCORPORATED BY REFERENCE

The following solicitation provisions pertinent to this section are hereby incorporated by reference (by Citation Number, Title, and Date) in accordance with the FAR provision at FAR "52.252-1 SOLICITATION PROVISIONS INCORPORATED BY REFERENCE" in Section L of this solicitation. See FAR 52.252-1 for an internet address (if specified) for electronic access to the full text of a provision.

NUMBER	TITLE	DATE
52.217-5	EVALUATION OF OPTIONS	JUL 1990

M.2 BEST VALUE PROCUREMENT

The Contracting Officer has determined to use the Best Value-tradeoff analysis process. In accordance with FAR 15.306(b), the Contracting Officer may have communication with offerors before establishing the competitive range. After establishing the competitive range, the Contracting Officer may conduct exchanges of information (discussions/negotiations). After exchanges are completed, offerors in the competitive range will be requested to submit Proposal Revisions or Final Proposal Revisions (FPR). Upon submission and evaluation of the FPR, a selection decision will be made and a contract awarded.

M.3 COMPETITIVE RANGE DETERMINATION

In accordance with FAR 15.609, a competitive range will be established by the Contracting Officer following review of the Phase I Written Technical Proposals and prior to entering into Phase II, oral presentations. Only those offerors selected for the competitive range will be given the opportunity to make an oral presentation.

M.4 RELATIVE IMPORTANCE OF TECHNICAL VERSUS COST/PRICE FACTORS

(a) The Government will make an award to the responsible offerors whose offers conform to the solicitation and are most advantageous to the Government (i.e., those which represent the best value to the Government), cost or price and other factors considered. The combined relative merit of the technical evaluation factors listed below will be more significant than cost or price in the selection of the contractors. While the cost or price factor has no numerical weight, it is a criterion in the overall evaluation of proposals. Furthermore, the proposed cost or price must be considered reasonable and must reflect the proposed technical approach. The number of hours that will be used under this contract is not readily predictable. For example, the number of multiclass transactions that Ginnie Mae guarantees in any given year is determined by market conditions. Ginnie Mae has had as many as eleven transactions in one month and no transactions in others. Further, the number of issuer

defaults in any given year is not predictable and, further, the amount of legal work required as a consequence of any given default is not predictable. A blended rate of all labor hours will be used to determine cost for the offers. Although the minimum payment amount is on a per firm basis, the total amount of hours available will be awarded by task orders competed between as many firms as are selected.

(b) The Government may award a contract to other than the lowest priced offer. In the event that two or more offers are considered technically equivalent, the evaluated cost or price will be of primary importance in determining the proposal most advantageous to the Government.

M.5 EVALUATION FACTORS FOR AWARD

Weighting for the evaluation factors is as follows:

1. Experience is the most important factor. Subfactors 1(a) and 1(b) have equal value.
2. Past Performance is less important than Experience (Factor 1). Past Performance is more important than Subfactors 1(a) and 1(b) individually. Past Performance, Subfactor 2(a), is substantially more important than Subfactors 2(b) and 2(c) combined. Subfactors 2(b) and 2(c) have equal value.
3. Personnel Qualifications has the same weight as Past Performance.
4. The Small Disadvantaged Business factor is the least important factor. It is less important than Subfactor 1(a) or 1(b) individually. Subfactors 4(a) and 4(b) have equal weight.

1. Experience

- (a) Demonstrated experience in performing legal services related to the Ginnie Mae programs identified in the statement of work.
- (b) Demonstrated litigation experience in representing parties in administrative or judicial forums on matters involving mortgage-backed securities, or other complex financial or securities matters.

2. Past Performance

- (a) Quality of service. Demonstrated competence of firm and key personnel with work performed and technical support provided on work the same or substantially similar to the requirements listed in the statement of work.
- (b) Timeliness of performance. Demonstrated successful performance of the firm and key personnel including demonstrated flexibility and ability to complete tasks on tight time frames.
- (c) Business Relations. Demonstrated effective management of clients' direction, reasonableness, ability to cooperate and work with multiple offices and to propose effective solutions to client problems. Describe manner in which the contract tasks, including subcontracts and teaming approaches, will be managed.

3. Personnel Qualifications

Demonstrated qualification and experience of the attorneys that will be responsible for carrying out the tasks identified in the statement of work. Includes an evaluation of the key personnel of subcontractors or joint venture partners who are identified in the proposal as being primarily responsible for particular areas of expertise.

4. Small Disadvantaged Business Participation

This factor will be evaluated as a Scored SDB participation evaluation factor with each of the following subfactors:

- (a) The extent to which SDB companies are specifically identified;
- (b) The complexity and variety of the work SDB concerns are to perform.

The evaluators will look for this information on the area identified in the proposal that addresses this factor.

Questions and Responses

Q1. Section G.1 indicates that payments will be made "upon completion and acceptance of all work." It is unclear exactly when contractors would be permitted to submit invoices. We suggest that this section be modified to permit monthly billings, which is the commercial standard and the current contract practice.

A1. Monthly invoices may be submitted.

Q2. Does anything in Sections H.1 and H.2 change the procedures currently in effect regarding conflicts of interest in the Ginnie Mae legal advisor contract?

A2. The ongoing procedure for raising and clearing conflicts during the term of the contract have not changed.

Q3. Section L.1 incorporates by reference 52.237-10, Identification of Uncompensated Overtime. Is this a correct clause for this contract?

A3. This is a labor hour contract. FAR 37.115-3, Solicitation Provision, requires that this clause be inserted in contracts for professional or technical services to be acquired on the basis of the number of hours to be provided.

Q4. Please provide the pricing information for the current contract for any successful applicants.

A4. Average rates for the current contract are as follows:

Sr. Partner	\$292
Jr. Partner	253
Sr. Attorney	233
Sr. Associate	210
Jr. Associate	140
Paralegal	77

Q5. Please provide the low and high unsuccessful bid prices.

A5. Unsuccessful bid prices are not releasable under the Freedom of Information Act (FOIA).

Q6. Because of the different educational requirements, the high demand for their services and the expertise expected of patent lawyers, the hourly rates of qualified patent attorneys have been traditionally higher than those of other attorneys. We propose to include in the business terms a separate rate schedule for patent attorneys to provide the expertise required under the solicitation. Is this satisfactory?

A6. Ginnie Mae does not anticipate requiring the services of a patent lawyer.